

**CERTIFICATE OF INCORPORATION  
OF A PUBLIC LIMITED COMPANY**

No. 1800000

I hereby certify that

**BRITISH TELECOMMUNICATIONS**  
public limited company

is this day incorporated under the Companies Acts  
1948 to 1981 as a public company and that the  
Company is limited.

Given under my hand at Cardiff the 1st April 1984

**D. B. NOTTAGE**

**Registrar of Companies**

Company No. 1800000

THE COMPANIES ACTS 1948 to 1983

Public Company Limited by Shares

## **Special Resolutions**

of

BRITISH TELECOMMUNICATIONS public limited company

Passed 24th July 1984

At an Extraordinary General Meeting of the Company held on 24th July 1984 the following Resolutions were duly passed as Special Resolutions:—

### **SPECIAL RESOLUTIONS**

1. THAT the 50,000 issued Ordinary Shares of £1 each in the capital of the Company be and are hereby sub-divided into 200,000 Ordinary Shares of 25 pence each.

2. THAT:—

- (A) the authorised share capital of the Company be and is hereby increased to £1,250,000,001 by the creation of 1,999,800,000 Ordinary Shares of 25p each, 750,000,000 11½ per cent. (including tax credit) Redeemable Cumulative Preference Shares of £1 each and one Special Rights Redeemable Preference Share of £1;
- (B) the directors be and are hereby generally and unconditionally authorised pursuant to and in accordance with Section 14 of the Companies Act 1980 to exercise for a period from the date of the passing of this Resolution until 8th September 1984 all the powers of the Company to allot relevant securities up to the aggregate nominal amount of £999,950,001 and to make offers or agreements which would or might require relevant securities to be allotted after the expiry of the said period provided that such allotments would fall within the limit aforesaid if made during the said period;
- (C) the directors be and are hereby authorised to allot equity securities pursuant to the authority conferred on them for the purposes of Section 14 of the Companies Act 1980 by (B) above otherwise than in compliance with Section 17 of the Companies Act 1980 and sub-section (1) of such Section shall accordingly not apply thereto; and
- (D) for the purposes of this Resolution words and expressions defined in or for the purposes of the Companies Act 1980 (as amended by the Companies Act 1981) shall bear the same meaning herein.

3. THAT the objects clause in the form produced to the Meeting and initialled by the Chairman for the purposes of identification be and is hereby adopted in substitution for and to the exclusion of the existing objects clause (clause 4) of the Memorandum of Association of the Company.

JENNY SNAITH  
Director

Company No. 1800000

THE COMPANIES ACTS 1948 to 1983

Public Company Limited by Shares

## **Special Resolution**

of

**BRITISH TELECOMMUNICATIONS public limited company**

Passed 15th November 1984

At an Extraordinary General Meeting of BRITISH TELECOMMUNICATIONS public limited company duly convened and held on Thursday 15th November 1984 the following resolution was duly passed as a Special Resolution:—

### **SPECIAL RESOLUTION**

**1. THAT, conditionally upon both:—**

- (i) the underwriting agreement to be dated 16th November 1984 between the Secretary of State for Trade and Industry and Kleinwort, Benson Limited and the United Kingdom underwriters named therein; and
- (ii) the agreement to be dated 16th November 1984 between the Secretary of State for Trade and Industry and the Governor and Company of the Bank of England

relating to the proposed offer for sale of up to 3,012,000,000 Ordinary Shares of 25p each by Kleinwort, Benson Limited on behalf of the Secretary of State for Trade and Industry being executed, becoming unconditional and not being terminated pursuant to the terms thereof:—

- (A) the authorised share capital of the Company be and it is hereby increased from £1,250,000,001 to £2,625,000,001 by the creation of an additional 5,500,000,000 new Ordinary Shares of 25p each;
- (B) the directors be and they are hereby generally and unconditionally authorised, pursuant to sub-section (1) of Section 14 of the Companies Act 1980, to exercise all powers of the Company to allot relevant securities (as defined in sub-section (10) of that Section) up to an aggregate nominal amount of £1,625,000,000 including the allotment referred to in (D) below during the period expiring on the date of the Annual General Meeting of the Company held in 1989 (or, if earlier, 14th November 1989) and at any time thereafter in pursuance of any offer or agreement made by the Company before such expiry;
- (C) the directors be and they are hereby empowered pursuant to Section 18 of the Companies Act 1980 to allot equity securities (within the meaning of Section 17 of the Companies Act 1980) for cash pursuant to the

authority conferred by the previous paragraph of this resolution as if sub-section (1) of the said Section 17 did not apply to any such allotment provided that this power shall be limited to:—

(a) the allotment of equity securities in connection with a rights issue in favour of the holders of Ordinary Shares where the equity securities respectively attributable to the interests of all holders of Ordinary Shares are proportionate (as nearly as may be subject to any direction from any holder of Ordinary Shares to deal in some other manner with any such interests otherwise attributable to such holder) to the respective numbers of Ordinary Shares held by them; and

(b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £93,750,000

and shall expire on the date of the Annual General Meeting of the Company held in 1985 save that after such expiry the directors may allot equity securities in pursuance of any offer or agreement made by the Company before such expiry; and

- (D) upon the recommendation of the directors it is desirable that the sum of £1,250,000,000, being part of the amount standing to the credit of the reserves of the Company, be capitalised and applied in paying up in full at par 5,000,000,000 unissued Ordinary Shares of 25p each in the capital of the Company to be allotted and distributed credited as fully paid to and amongst the Ordinary shareholders of the Company on the Register of Members at close of business on 14th November 1984 in proportion to their holdings of Ordinary Shares at such time or as they may direct.

SIR GEORGE JEFFERSON  
*Chairman*

Company No. 1800000

THE COMPANIES ACT 1985  
as amended

Public Company Limited by Shares

## **Special Resolution**

of

BRITISH TELECOMMUNICATIONS public limited company

Passed 30th July 1992

At the Annual General Meeting of BRITISH TELECOMMUNICATIONS public limited company duly convened and held on Thursday, 30th July 1992 the following resolution was duly passed as a Special Resolution:-

### **SPECIAL RESOLUTION**

THAT (a) the regulations contained in the document produced to the meeting, and for the purpose of identification signed by the chairman thereof, be adopted as the articles of association of the Company, in substitution for, and to the exclusion of, the existing articles of association of the Company.

(b) as a consequence of the adoption of new articles of association, each of the 750,000,000 11.95 per cent (including tax credit) Redeemable Cumulative Preference Shares of £1 each in the capital of the Company be sub-divided and converted into four ordinary shares of 25p each (to form part of the currently unissued share capital of the Company).

M. ARGENT  
*Group Director and Secretary*

Company No. 1800000

THE COMPANIES ACT 1985  
as amended

Public Company Limited by Shares

## **Special Resolution**

of

BRITISH TELECOMMUNICATIONS public limited company

Passed 30th July 1992

At the Annual General Meeting of BRITISH TELECOMMUNICATIONS public limited company duly convened and held on Thursday, 30th July 1992 the following resolution was duly passed as a Special Resolution:—

### **SPECIAL RESOLUTION**

THAT (a) any securities of the Company may be converted into uncertificated form and, where units of a security (existing or future) are at any time to be issued by the Company, they may be issued in such form rather than certificated form, should the directors of the Company think fit, and

(b) conversion of the ordinary shares of 25p each in the capital of the Company into uncertificated form is hereby authorised.

M. ARGENT  
Group Director and Secretary

Company No. 1800000

THE COMPANIES ACT 1985

as amended

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Public Company Limited by Shares

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## **Special Resolution**

of

BRITISH TELECOMMUNICATIONS public limited company

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Passed 27 July 1995

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At the Annual General Meeting of BRITISH TELECOMMUNICATIONS public limited company duly convened and held on Thursday 27 July 1995 the following resolution was duly passed as a Special Resolution:-

### **SPECIAL RESOLUTION**

THAT the articles of association of the Company be amended as set out in the document produced to the meeting and, for the purposes of identification, signed by the Chairman.

C.R. GREEN

*Secretary and Chief Legal Adviser*

Public Company Limited by Shares

# **Memorandum of Association**

of

**BRITISH TELECOMMUNICATIONS public limited company**

1 The name of the Company is "BRITISH TELECOMMUNICATIONS public limited company".

2 The Company is to be a public company.

3 The registered office of the Company will be situated in England and Wales.

4 The objects for which the Company is established are:-

Amended by Special  
Resolution passed on  
24th July 1994

- (1) To acquire or take over the property, rights and liabilities of British Telecommunications pursuant to the Telecommunications Act 1984 and to carry on, expand and extend the businesses of British Telecommunications or any part or parts thereof.
- (2) To carry on all or any of the businesses of running (whether under licence or otherwise), operating, managing and supplying telecommunication systems and systems of all kinds for the conveyance by any means of sounds, visual images and signals of all kinds.
- (3) To carry on all or any of the businesses of supplying, operating, managing and dealing in services and facilities for communications of all kinds (including, without prejudice to the generality of the foregoing, telecommunication services) and services and facilities which incorporate, use, or are used in conjunction with, in connection with or ancillary to, telecommunication systems or telecommunication apparatus and equipment.
- (4) To carry on all or any of the businesses of running, operating, managing and supplying data processing and information retrieval systems (whether or not remotely located and including but not limited to videotex, teletex and teletext systems) and systems utilising the capture, storage, processing, transmission or receipt of messages and signals (including but not limited to data, sounds and visual images) by, with the aid of, in conjunction with, or in any way utilising, computers or similar equipment, and computer programs and databases and to carry on the businesses of operating, managing, supplying and dealing in services and facilities of all kinds which incorporate, use or are used in conjunction with, in connection with or ancillary to, systems of such descriptions as aforesaid or any of the apparatus and equipment comprised therein.
- (5) To invent, design, develop, construct, manufacture, produce, erect, assemble, test, import, export, alter, install, maintain, repair, renovate, refurbish, recondition, utilise, operate, manage, acquire, sell, hire, hire out, supply and otherwise deal in plant, equipment and apparatus for the purposes of communications of all kinds (including, without prejudice to the generality of the foregoing, plant, equipment and apparatus which is intended for, or capable of, or designed for use in, with, in connection with, in conjunction with, connected (directly or indirectly) to, or ancillary to, all, part or parts of telecommunication, data processing, information storage or retrieval or process control, systems, services, facilities, apparatus, plant and equipment as the case may be), and anything capable of being used for or in connection with or ancillary to such plant, equipment and apparatus as aforesaid

- (6) To provide remotely located office services and systems (including without prejudice to the generality of the foregoing telephone answering, calling and related services and computer bureaux) and remotely located services and systems for the control of machinery utilising telecommunication or data processing facilities, to act as business and office managers, secretaries, messengers, telephone operators, commercial agents, mail order bureaux, market researchers and to provide services in connection with the reception, processing and forwarding of signals and information by telephone, teletype, telegram, telex, letter, wireless telegraphy and (without limitation) any other means of communication and the processing, ordering and payment for and despatch and delivery of goods, articles and services of all kinds by any means whatsoever.
- (7) To carry on the business of inventors and to conduct, and to promote the conduct by other persons of, research and development in connection with any of the activities of the Company authorised in this Memorandum and in any other area which might benefit the business of the Company or of persons having or likely to have dealings with the Company; to establish, maintain and operate research stations, laboratories, plants, workshops, field stations, testing sites, facilities and establishments and generally to engage in research and development for the Company and for other persons and to turn to account the results thereof.
- (8) To provide for the benefit of other persons consultancy, advisory, training and management services concerning or connected with anything that the Company does in the exercise of its powers or has power to do, or in which the Company has gained or developed expertise in the course of its business, and to provide training and educational courses, instruction, documentation and material for employees of the Company and for other persons in matters which in the opinion of the Company are connected with, or concern or are of benefit to, the businesses and activities of the Company or which utilize the Company's communications systems or services.
- (9) To carry on all or any of the businesses of operators, providers of and advisers in connection with, security and alarm facilities, systems, apparatus and services of all kinds including (without prejudice to the generality of the foregoing) intruder, fire and smoke alarm systems and patrols and surveillance of property. To carry on the business of inquiry and detective agencies and to investigate and detect crimes whether or not relating to the business activities of the Company and whether or not committed against the Company and to conduct prosecutions of criminal offences in the name of the Company or of, or on behalf of, any other person.
- (10) To acquire, produce, transmit, publish, print and reproduce in any form whatsoever (including, without prejudice to the generality of the foregoing, visual or audible form and forms capable of being used by, in, or in connection with, computers), and to buy, sell, supply and otherwise deal in directories, brochures, manuals, journals, periodicals, magazines, newspapers, books, pictures, photographs, stationery and other documents.
- (11) To accept, design, display, publish, broadcast, transmit, distribute or reproduce in any form whatsoever advertisements and publicity and promotional material of the Company and of other persons; to acquire, dispose of and use advertising time and space in any media, to develop, produce and undertake advertising, publicity and promotional campaigns and competitions for itself and other persons; to undertake, promote and sponsor any product, service, event, individual or publication which in the opinion of the Company will promote advance or publicise any activity of the Company; and generally to carry on the business of advertising, public relations and publicity consultants and agents.

- (12) To establish, acquire, operate, manage, supply, sell, hire, hire out, maintain and otherwise deal in facilities, plant, apparatus and equipment (including but not limited to radio and television stations and studios) used or designed for use for the purposes of receiving and broadcasting or otherwise transmitting (by wireless telegraphy, closed circuits, cables or otherwise) and of making, producing, recording, replaying or reproducing programmes and cinematographic films for radio and television and for any other means of communication or reproduction; and to make, produce, record, buy, sell, hire, hire out and otherwise deal in cinematographic and television films, programmes for radio, television and all other means of communication, sound and visual recordings and other products of all kinds (whether pre-recorded or not) for recording in permanent or semi-permanent form, and replaying or reproducing sounds images and signals of all kinds.
- (13) To design, build, manufacture, construct, develop, equip, test, improve, adapt, service, repair, clean, maintain, manage, operate, store, take care of, buy, sell, charter, lease, hire, hire out, supply and otherwise deal in satellites and other orbiting apparatus, motor vehicles, ships, submersible craft, aircraft, airships, hovercraft, hydrofoils, helicopters, trains and other vessels and means of transport of all kinds, whether or not owned by the Company, and parts and accessories of all kinds for any of the same; and to buy, sell and deal in petrol, oil, gas and petroleum products.
- (14) To invent, design, develop, construct, manufacture, produce, erect, assemble, test, import, export, alter, install, maintain, repair, renovate, refurbish, recondition, utilise, operate, manage, purchase, sell, hire, hire out, supply and otherwise deal in all kinds of equipment, apparatus, plant, machinery, appliances, articles, furniture, things, accessories, components, fittings, tools, materials, substances, products, computers, computer programs and software which are required or are likely to be required by the Company or other persons for the purposes of, or in connection with, any of the businesses of the Company or which in the opinion of the Company may be conveniently or advantageously dealt with by the Company in connection or association with any of its objects or the objects of any of its subsidiaries.
- (15) To represent persons at meetings of local, national and international organisations and bodies concerned with activities connected or associated with any of the businesses of the Company, to provide services of all kinds to such organisations and bodies and to negotiate and enter into national and international agreements and standards relating to matters of concern or interest to the Company or persons represented by, or having dealings with, the Company.
- (16) To carry on all or any of the businesses of, and provide services associated with, engineers (including without limitation, telecommunications, mechanical, chemical, electrical, civil, heating and ventilation engineers), bankers, financiers, factors, underwriters and dealers in securities, insurers, insurance brokers and agents, insurance underwriters, property developers, freight contractors, carriers by land, water and air of freight and passengers, forwarding agents, shipping agents, travel agents, employment agents, estate agents, surveyors, architects, wharfingers, warehousemen, garage proprietors, motor mechanics, storage contractors, electricity supply undertakers, general traders, licensed victuallers, restaurateurs, food processors, manufacturers and distributors of things of all kinds, club, hotel and inn proprietors, builders, painters, decorators, producers of exhibitions and displays, entertainers, impresarios, photographers, cartographers, couriers, and retailers, wholesalers and mail order operators for the sale, hire or other supply of any products or services.
- (17) To carry on any other business or activity and do anything of any nature whatsoever which the Company considers is, or may be, capable of being

conveniently or advantageously carried on or done in connection or conjunction with any business of the Company authorised in this Memorandum of Association or may be likely, directly or indirectly, to enhance the value of or render profitable or more profitable or turn to account or exploit any of the Company's assets or utilise its skills, know-how or expertise.

- (18) To purchase, take on lease or otherwise acquire, or occupy, any estates, lands, buildings, easements or other interests in, or rights or privileges relating to, real estate; to purchase, take on lease or otherwise acquire and exploit mines and mineral rights and natural resources of any kind, and to occupy, build, construct, erect, develop, design, equip, execute, carry out, demolish, reconstruct, adapt, improve, work, maintain, repair, renovate, administer, manage or control offices, exchanges of any kind, telecommunication systems, repeater stations, radio stations, satellite tracking stations, earth stations, warehouses, depots, works, plants, factories, garages, motor vehicle workshops, jetties, roads, railways, wharves, piers, docks, towers, retail premises, dwellings and other building structures, erections, installations or facilities of all kinds, whether for the purposes of the Company or for sale, letting or hiring to others or for any other purpose, and to contribute to or assist in (financially or otherwise) or carry out any part of, any such operation, and to purchase, take on lease, or otherwise acquire personal property of all kinds, and to sell, let on lease or otherwise dispose of, or grant rights over, or develop or exploit, the whole or any part of any real or personal property belonging to the Company or in respect of which the Company has any interest or which may be of benefit to the Company or any such property in which the Company has no interest but which may conveniently or advantageously be developed or turned to account with real or personal property in respect of which the Company does have an interest.
- (19) To apply for and take out, purchase or otherwise acquire any patents, patent rights, inventions, secret processes, designs, copyrights, trade marks, service marks, commercial names and designations, formulae, licences, concessions and the like (and any interest therein) or any exclusive or non exclusive or limited right to use, or any secret or other information as to, any invention or secret process of any kind and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account or deal with, the property, rights or information so acquired.
- (20) To borrow or raise money or secure or discharge any debt or obligation (whether of the Company or of any other person) in such manner as may be thought fit by the Company and in particular (but without prejudice to the generality of the foregoing) by the issue of securities of any kind or mortgages or charges (fixed or floating) founded or based upon all or any part of the undertaking, property, assets and rights (present and future) of the Company including its uncalled capital or without any such security and upon such terms as to priority or otherwise as the Company shall think fit; and to receive money on deposit and advance payments with or without allowance of interest thereon.
- (21) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any contracts, obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums, interest, dividends and other moneys payable on or in respect of any securities or liabilities of, any person, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the

Company and whether or not any consideration or advantage is received by the Company.

- (22) To advance, lend or deposit money, and to give credit or financial accommodation to any person with or without taking any security therefor and upon such other terms as may be thought fit by the Company.
- (23) To subscribe, underwrite, purchase or otherwise acquire, and to accept, take, hold, charge, mortgage, sell, dispose of and deal with, any obligations, securities or other investments of any nature whatsoever and any options or rights in respect thereof; and to buy, sell, deal in and invest in foreign currencies and exchange.
- (24) To draw, accept, make, endorse, discount, negotiate, execute, issue, buy, sell and deal in bills of exchange, cheques and promissory notes and other negotiable or transferable instruments.
- (25) To accept securities of any person or any property or interest therein of whatsoever nature in payment or part payment for any services rendered or for any sale or supply made to, or debt owing from, any such person.
- (26) To insure any property, asset, matter or interest and against any potential liability or loss of the Company or of any other person and the life or health of any person for the benefit of the Company.
- (27) To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase or otherwise, and to exercise, carry out and enjoy, any licence, franchise, concession, right, privilege, authority, charter or power which any person may be empowered to grant; and to pay for, aid in and contribute towards carrying the same into effect and do all things required of the Company thereunder.
- (28) To apply for, promote and obtain (alone or with others) any statute, order, by-law, charter, regulation or other authorisation or enactment which may seem calculated directly or indirectly to benefit the Company and (alone or with others) to oppose any bills, proceedings or applications which may seem calculated or likely directly or indirectly to prejudice the interests of the Company or persons having dealings with the Company.
- (29) To sell, dispose of or transfer the business, property and undertaking of the Company or any asset or part thereof for any consideration which the Company may see fit to accept, and in particular (but without prejudice to the generality of the foregoing) to sell or otherwise dispose of any of the debts due or to become due to the Company to factors or others for collection and to act as agents for such factors or others in the collection of debts so sold and to enter into any obligations or recourse or otherwise in connection therewith.
- (30) To promote, establish, acquire, subscribe to or take any interest in, alone or with others, any company, body corporate, fund, trust, or other person or body of persons whether incorporated or not incorporated and whether or not having objects similar to those of the Company; to purchase or otherwise acquire all or any of the business, property and liabilities of any person carrying on a business including all or any part of the purposes within the objects of the Company or a business which in the opinion of the Company may be conveniently or advantageously carried on by the Company or a business having rights in assets the acquisition of which is in the opinion of the Company likely to be in its interests, and to conduct, carry on and expand or liquidate and wind up any such business.
- (31) To enter into and carry into effect any arrangement for partnership or joint working in business or for the sharing of profits or for amalgamation with any other person.
- (32) To establish agencies and local boards in the United Kingdom and elsewhere in any part of the world and to regulate and discontinue the

same; to procure the registration, incorporation or recognition of the company in, or under the laws of, any place outside England.

- (33) To establish, purchase, maintain and contribute to any pension, superannuation, retirement, redundancy, injury, death benefit or insurance funds, trusts, schemes or policies for the benefit of, and to give or procure the giving of pensions, annuities, allowances, gratuities, donations, emoluments, benefits of any description (whether in kind or otherwise), incentives, bonuses, assistance (whether financial or otherwise) and accommodation in such manner and on such terms as it thinks fit to, and to make payments for or towards the insurance of, any individuals who are or were at any time in the employment of, or directors or officers of (or held comparable or equivalent office in), or acted as consultants or advisers to or agents for, the Company or any company which is its holding company or is a subsidiary of the Company or any such holding company, or any person to whose business the Company or any subsidiary of the Company is, in whole or in part, a successor directly or indirectly (including without prejudice to the generality of the foregoing the Post Office and British Telecommunications) or any person which is otherwise allied to or associated with the Company and to other individuals whose service has been of benefit to the Company or who the Company considers have a moral claim on the Company, and the spouses, widows, widowers, families and dependents of any such individuals as aforesaid; and to establish, provide, manage and maintain and provide financial assistance to welfare, sports and social facilities, associations, clubs, funds and institutions which the Company considers likely to benefit or further the interests of any of the aforementioned individuals and spouses, widows, widowers, families and dependents of any such aforementioned individuals, and to manage, maintain, support and provide financial assistance to any such facility, association, club, fund or institution which has been established, provided for, managed, maintained, supported or subscribed to by any person to whose business the Company or any subsidiary of the Company is, in whole or in part, a successor.
- (34) To establish, contribute to, maintain, advise and assist schemes for the acquisition by employees, former employees and directors or by trustees of shares in the Company or its holding company to be held by or for the benefit of such employees, former employees and directors as aforesaid of the Company or of any of the Company's subsidiaries or its holding company or of any subsidiaries of its holding company and to lend money to any such employees, former employees and directors to enable them to acquire shares in the Company or in its holding company and to establish, implement and assist (financially or otherwise) the administration and running of any schemes for sharing profits of the Company or any other such company as aforesaid with any such employees, former employees and directors.
- (35) From time to time to subscribe or contribute (in cash or in kind) to, or to promote, any charitable, benevolent or useful object of a public character or any object which may in the opinion of the Company be likely directly or indirectly to further the interests of the Company, its employees or its members.
- (36) To do all or any of the matters hereby authorised in any part of the world either alone or in conjunction with, or as factors, contractors, trustees, principals or agents for, any other persons, or by or through factors, trustees or agents, and to act as directors of or secretary, manager, registrar, or transfer agent for, or adviser or consultant to, any person, and to act as trustees of any kind and to undertake and execute any trust.
- (37) To pay and discharge all or any expenses, costs and disbursements, to pay commissions and to remunerate any person for services rendered or to be rendered in connection with the formation, promotion and flotation of the Company and the underwriting or placing or issue at any time of any securities of the Company or of any other person.

- (38) To issue, allot and grant options over securities of the Company for cash or otherwise or in payment or part payment for any real or personal property or rights therein purchased or otherwise acquired by the Company or any services rendered to, or at the request of, or for the benefit of, the Company or as security for, or indemnity for, or towards satisfaction of, any liability or obligation undertaken or agreed to be undertaken by or for the benefit of the Company, for any obligation (even if less than the nominal value of such securities) or for any other purpose.
- (39) To invest the moneys and utilise the property and assets of the Company not immediately required in such a manner as the Company may from time to time determine.
- (40) To distribute in specie or otherwise by way of dividend or bonus or reduction of capital all or any of the property or assets of the Company among its members and particularly, but without prejudice to the generality of the foregoing, securities of any other company formed to take over the whole or any part of the assets or liabilities of the Company or any proceeds of sale or other disposal of any property or assets of the Company.
- (41) Generally to do all such other things as in the opinion of the Company are or may be incidental or conducive to the attainment of the above objects or any of them.

AND IT IS HEREBY DECLARED THAT IN THIS CLAUSE:—

- (a) The expressions "telecommunication system" and "telecommunication apparatus" shall include, but not be limited to, the meanings assigned to them respectively in Section 4 of (and in the case of "telecommunication apparatus" as extended by Paragraph 1(f) of Schedule 2 to) the Telecommunications Act 1984 as enacted at the date of adoption of this clause and the expressions shall also include reference to inventions and to all improvements, developments and replacements of systems and apparatus in the field of telecommunications.
- (b) References to "person" or "persons" shall where the context permits include but not be limited to individuals, firms, partnerships, companies, corporations, governments, and other authorities or agencies supreme, municipal, local or otherwise, undertakings, societies, clubs, associations, organisations (local, national and international), statutory, public and other bodies (and outside the United Kingdom their equivalent) and any legal entity whether or not incorporated.
- (c) References to "securities" shall where the context permits include but not be limited to any fully, partly or nil paid or no par value share, stock, unit, debenture, debenture or loan stock (perpetual or terminable), bond, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation.
- (d) References to "and" and "or" shall mean "and/or" where the context so permits.
- (e) References to "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible.
- (f) The objects of the Company as specified in each of the foregoing paragraphs of this clause 4 of this Memorandum of Association (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the order in which the same occur or the name of the Company and none of the paragraphs shall be deemed merely subsidiary or incidental to any other paragraph.

5 The liability of the members is limited.

6 The share capital of the Company is £50,000\* divided into 50,000 shares of £1 each and the Company shall have the power from time to time to divide the original or any increased capital into classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions and conditons.

\*See notes on Page 1 of  
Memorandum of  
Association

We, the persons whose names and addresses are subscribed hereafter are desirous of being formed into a Company, in pursuance of their Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
CHARLES CYPRIAN BRIDGE 139 Hartingdon Road London SW8 2EY Government Servant	One
JENNY SNAITH 95 Stradella Road London SE24 Government Servant	One

Dated the 17th day of February 1984

WITNESS to the above signatures:—

CHRISTOPHER BRYAN ROBSON  
80 Brompton Park Road  
Hitchin  
Herts  
SG5 1XE

Government Servant

## NOTES

## 1 By Special Resolutions passed on 24th July 1984:-

- (i) the 50,000 Ordinary Shares of £1 each in the original authorised share capital of the Company were sub-divided into 200,000 Ordinary Shares of 25p each;
- (ii) the authorised share capital of the Company was increased to £1,250,000,001 by the creation of 1,999,800,000 Ordinary Shares of 25p each, 750,000,000 11½ per cent (including tax credit) Redeemable Cumulative Preference Shares of £1 each and one Special Rights Redeemable Preference Share of £1.

2 By a Special Resolution passed on 15th November 1984 the authorised share capital was increased to £2,625,000,001 by the creation of an additional 5,500,000,000 Ordinary Shares of 25p each.

3 By a Special Resolution passed on 30th July 1992 each of the 750,000,000 11.95 per cent (including tax credit) Redeemable Cumulative Preference Shares of £1 each in the capital of the Company were sub-divided and converted into four ordinary shares of 25p each.

Public Company Limited by Shares

# Articles of Association

of

BRITISH TELECOMMUNICATIONS public limited company

(As adopted by Special Resolution on 30th July 1992  
and amended on 28th July 1994 and 27th July 1995)

## Preliminary

1. No Articles or similar regulations set out in any statute, or contained in any instrument made under any statute, concerning companies shall apply to the Company, but the following shall be the Articles of Association of the Company.

## Definitions

2. (A) In the Articles (if not inconsistent with the subject or context or expressly provided to the contrary below) the words in the first column below shall bear the respective meanings set opposite them in the second column.

Words	Meanings
1985 Act	The Companies Act 1985 as amended from time to time (save in relation to Article 37)
The Acts	The Companies Act 1985 as amended from time to time and every other statute, including any orders, regulations, rules or other subordinate legislation made under it for the time being in force concerning companies and affecting the Company
The Articles	These Articles of Association as originally framed or as from time to time altered
Auditor	The auditor for the time being of the Company (or in the case of joint auditors any one of them)
The Board	The directors of the Company or the directors present at a duly convened meeting of directors at which a quorum is present, as the context requires
London Stock Exchange	The International Stock Exchange of the United Kingdom and the Republic of Ireland Limited
Member	Member of the Company
Month	Calendar month
Office	The registered office of the Company for the time being
Paid-up	Paid-up or credited as paid up
The Register	The register of Members of the Company
Seal	The common seal of the Company
Securities Seal	An official seal kept by the Company pursuant to Section 40 of the 1985 Act

<b>Special Share</b>	The one special rights redeemable preference share of £1
<b>Special Shareholder</b>	The registered holder for the time being of the Special Share
<b>Stock Exchange Nominee</b>	A person for the time being designated pursuant to Section 185 (4) of the 1985 Act
<b>The United Kingdom</b>	Great Britain and Northern Ireland

(B) In the Articles ( if not inconsistent with the subject or context or expressly provided to the contrary herein):

References to writing including typewriting, printing, lithography, photography, and other methods of representing or reproducing words in a legible and non-transitory form.

The expressions "debenture" and "debenture holder" shall respectively include "debenture stock" and "debenture stockholder".

The expression "Secretary" shall mean any person appointed to perform any of the duties of the Secretary and shall include a deputy secretary, an assistant secretary (save for the purposes of requiring appointment by the Board under Article 127) or a temporary secretary, and, where two or more persons are appointed to act jointly shall include any one of such persons.

Any reference to a statutory provision or enactment shall include any statutory modification or re-enactment thereof.

Words importing the singular number only shall include the plural and vice versa.

Words importing persons shall include bodies corporate and unincorporate.

Words importing the masculine gender only shall include the feminine gender.

A Special or Extraordinary Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under the Acts or the Articles and a Special Resolution shall be effective for any purpose for which an Extraordinary Resolution is so expressed to be required.

Save as aforesaid, any words or expressions defined in the 1985 Act in force as at the date when the Articles are adopted shall, if not inconsistent with the subject or context, bear the same meaning in the Articles, save that the word "company" may include any body corporate.

#### **Share Capital and Variation of Rights**

3. The authorized share capital of the Company at the date of adoption of this Article is £2,625,000,001 divided into 10,500,000,000 Ordinary Shares of 25p each and one Special Rights Redeemable Preference Share of £1.

4. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the Company may be issued with such preferred, deferred or other rights, or such restrictions, whether in regard to dividend, voting, conversion, return of capital or otherwise, as the Company may from time to time by Ordinary Resolution determine (or in the absence of any such determination or so far as such Ordinary Resolution does not make specific provision, as the Board may determine).

5. (A) Subject to the provisions of the Acts and of any resolution of the Company in General Meeting, all unissued shares whether forming part of the original or any increased capital shall be at the disposal of the Board and they may offer, allot (with or without conferring a right of renunciation), grant options over or otherwise dispose of them to such persons at such times and on such terms as they shall determine.

- (B) (i) The Board shall be generally and unconditionally authorised pursuant to Section 80 of the 1985 Act to exercise for each prescribed period all the powers of the Company to allot relevant securities up to an aggregate nominal amount equal to the Section 80 Amount;
- (ii) pursuant to and within the terms of the said authority the Board shall be empowered during each prescribed period to allot equity securities wholly for cash:-
- (a) in connection with a rights issue; and
  - (b) otherwise than in connection with a rights issue, up to an aggregate nominal amount equal to the Section 89 Amount;

as if Section 89(1) of the 1985 Act did not apply to such allotment;

- (iii) during each prescribed period the Company and its Board by such authority and power may make offers or agreements which would or might require equity securities or other relevant securities to be allotted after the expiry of such period.

(C) For the purposes of this Article:-

- (i) "rights issue" means an offer of equity securities open for acceptance for a period fixed by the Board to holders of equity securities on the Register on a date fixed by the Board in proportion (as nearly as may be) to their respective holdings of such securities or in accordance with the rights attached thereto but subject to such exclusions or other arrangements as the Board may deem necessary or expedient to deal with:
  - (a) fractional entitlements; or
  - (b) directions from any holders of Ordinary Shares to deal in some other manner with their respective entitlements; or
  - (c) legal or practical problems arising in any overseas territory or by virtue of shares being represented by American Depositary Shares; or
  - (d) the requirements of any regulatory body or stock exchange;
- (ii) "prescribed period" means any period (not exceeding 15 months on any occasion) for which the authority conferred in the case of Article 5(B)(i) is renewed by Ordinary or Special Resolution stating the Section 80 Amount, and the power conferred in the case of Article 5(B) (ii) is renewed by Special Resolution stating the Section 89 Amount;
- (iii) the "Section 80 Amount" shall for any prescribed period be that stated in the relevant Ordinary or Special Resolution or any increased amount fixed by Ordinary Resolution;
- (iv) The "Section 89 Amount" shall for any prescribed period be that stated in the relevant Special Resolution; and
- (v) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or to convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

6. Subject to the provisions of the Acts any shares may, with the sanction of a Special Resolution, be issued on terms that they are, or at the option of the Company or of the holder thereof are liable, to be redeemed. The terms and manner of redemption shall be provided for by alteration of the Articles.

7. Subject to the provisions of the Acts the Company may purchase its own (including any redeemable) shares. Neither the Company nor the Board shall be required to select the shares to be purchased rateably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares.

8. If at any time the share capital is divided into different classes of shares, the rights attached to any class may, subject to the provisions of the Acts (whether or not the Company is being wound up), be varied or abrogated with the consent in writing of the holders of three fourths in nominal value of the issued shares of that class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the shares of the class. To every such separate General Meeting all the provisions of the Articles relating to General Meetings of the Company shall mutatis mutandis apply, except that the necessary quorum shall be two persons at least holding or representing by proxy at least one-third in nominal value of the issued shares of the class (but so that at any adjourned meeting any holder of shares of the class present in person or by proxy shall be a quorum) and that any holder of shares of the class present in person or by proxy may demand a poll and that every such holder shall on a poll have one vote for every share of the class held by him. The foregoing provisions of this Article shall apply to the variation or abrogation of the special rights attached to some only of the shares of any class as if each group of shares of the class differently treated formed a separate class, and their special rights were to be varied.

9. Unless otherwise expressly provided by the terms of issue of the shares of that class or by the terms upon which such shares are for the time being held and subject to the provisions of Article 12, the rights attached to any class of shares shall be deemed to be varied by the allotment of further shares ranking in priority to them for payment of a dividend or repayment of capital but shall be deemed not to be modified, abrogated or varied by the creation or issue of further shares ranking par passu with or subsequent to those already issued or by the purchase or redemption by the Company of its own shares.

10. The Company may exercise the powers of paying commissions conferred by the Acts to the full extent permitted. Such commissions may be satisfied by the payment of cash or the allotment of fully or partly paid shares or by a combination of both. The Company may also on any issue of shares pay such brokerage as may be lawful.

11. Except as required by law no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when it has notice) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by the Articles or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety of the share in the registered holder.

#### **The Special Share**

12. (A) The Special Share may be transferred only to the Secretary of State, a Minister of the Crown or any person acting on behalf of the Crown.

(B) Notwithstanding any provision in the Articles to the contrary, each of the following matters shall be deemed to be a variation of the rights attaching to the Special Share and shall accordingly be effective only with the consent in writing of the Special Shareholder.

- (i) the amendment, or removal, or alteration of the effect of, all or any of the following Articles or, where specified, parts of the following Articles:-

Article 2

This Article

Article 37

In Article 105(B) the words from "Provided that" to "namely:-" (inclusive) and paragraph (iv)

Article 105(C)

Article 118

Articles 121 and 125(B)

- (ii) the issue of any shares in the capital of the Company with voting rights attached thereto, not being shares with rights identical with those attaching to the Ordinary Shares of the Company provided that there shall be excluded from this subparagraph (ii) the issue of any shares which do not constitute equity share capital and which when aggregated with all other such shares carry the right to cast less than 15 per cent of the maximum number of votes capable of being cast on a poll at any General Meeting (in whatever circumstances and for whatever purpose the same may have been convened).

(C) The Special Shareholder shall be entitled to receive notice of, and to attend and speak, at any General Meeting or any meeting of any class of shareholders of the Company but the Special Share shall carry no right to vote nor any other rights at any such meeting.

(D) In a distribution of capital in a winding up of the Company the Special Shareholder shall be entitled to repayment of the capital paid up on the Special Share in priority to any repayment of capital to any other Member. The Special Share shall confer no other right to participate in the capital or profits of the Company.

(E) The Special Shareholder may, subject to the provisions of the Acts, require the Company to redeem the Special Share at par at any time by serving written notice upon the Company and delivering the relevant share certificate.

#### Share Certificates

13. Every share certificate shall be issued under the Seal (or the Securities Seal or, in the case of shares on a branch register, an official seal for use in the relevant territory) and shall specify the number and class and the distinguishing number (if any) of the shares to which it relates and the amount or respective amounts paid up on them. No certificate shall be issued representing shares of more than one class.

14. Subject to Article 18, every person whose name is entered as a Member on the Register (except those persons in respect of whom the Company is not by law required to complete and have ready for delivery a certificate) shall be entitled without payment to receive within whichever is the earliest of:

- (a) the time required by the listing rules of the Stock Exchange from time to time; or
- (b) two months after allotment (or such longer period as the terms of issue shall provide) or the lodgement of transfer

in respect of each class of shares one certificate for all the shares of that class comprised in such allotment or transfer and registered in his name. Subject to Article 15, if a Member shall require additional certificates he shall pay therefore such sum (if any) as the Board may determine provided that no Member shall be entitled to more than one certificate in respect of any one share held by him.

15. Where some only of the shares comprised in a share certificate are transferred the old certificate shall be cancelled and a new certificate for the balance of such shares shall be issued without charge.

16. The Company shall not be bound to issue more than one certificate to joint holders of shares of one class and delivery of a certificate to the first named person on the Register in respect of such shares shall be sufficient delivery to all such holders.

17. If any share certificate be damaged, defaced or worn out or alleged to have been lost, stolen or destroyed, a new certificate representing the same shares may be issued to the holder on request without fee but subject to delivery up of the old certificate or (if alleged to have been lost, stolen or destroyed) compliance with such conditions as to evidence and indemnity (with or without security) and the payment of out-of-pocket expenses of the Company in connection with the request as the Board may think fit.

18. (A) Nothing in these Articles shall require title to any shares or other securities of the Company to be evidenced or transferred by a written instrument if any rules or regulations from time to time made under the Acts so permit. The Board shall have power to adopt and implement any arrangements as they may think fit for recording and transferring title to shares or other securities which accord with those rules and regulations. References in these Articles to certificates for shares and instruments of transfer shall be construed accordingly.

(B) Nothing in the Articles shall require the Company to issue under the Seal any certificate or other instrument, other than a share certificate, which is not by law required to be so issued.

#### **Calls on Shares**

19. The Board may, subject to the terms of allotment thereof, from time to time make such calls upon Members as they think fit in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium), and each Member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may, at any time before receipt by the Company of a sum due thereunder, be revoked or the time for payment thereof postponed, in whole or in part, as the Board may determine.

20. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.

21. The joint holders of a share shall be jointly and severally liable to pay all calls in respect of the share.

22. If a sum payable in respect of any call or instalment is not paid on or before the day appointed for payment of the sum, the holder for the time being of the share in respect of which the call shall have been made, or the instalment shall be due, shall pay interest on the sum at such rate, not exceeding 25 per cent per annum, as the Board may determine from the day appointed for the payment until actual payment, and all expenses that may have been incurred by the Company by reason of such non-payment; but the Board may, if they think fit, waive the payment of such interest and expenses wholly or in part.

23. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purposes of the Articles be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment all the relevant provisions of the Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

24. The Board may on the issue of shares differentiate between the holders of such shares as to the amounts of calls to be paid and the times of payment of such calls.

25. The Board may, if they think fit, receive from any Member willing to advance the same all or any part of the moneys, whether on account of the nominal value of the shares or by way of premium, uncalled and unpaid upon any shares held by him; and upon all or any of the moneys so paid in advance the Board may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding (unless the Company in General Meeting shall otherwise direct) 25 per cent as may be agreed upon between the Board and the Member paying such moneys in advance.

## **Lien**

26. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share. The Board may waive any lien which has arisen and may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable on the share.

27. The Company may sell, in such manner as the Board think fit, any shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable and stating the Company's intention to sell in default of payment, has been given to the registered holder for the time being of the share, or the person entitled thereto under the Articles by reason of his death or bankruptcy.

28. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

29. The net proceeds of the sale, after payment of the costs of such sale, shall be applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

## **Forfeiture of Shares**

30. If a Member fails to pay any call or instalment of a call in full on or before the day appointed for payment, the Board may at any time thereafter, during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid together with any interest which may have accrued and any expenses incurred by the Company by reason of such non-payment.

31. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of service of the notice) on or before which and the place where the payment required by the notice is to be made, and shall state that in the event of non-payment in accordance therewith the shares in respect of which the call was made will be liable to be forfeited.

32. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment of all calls and interest and expenses due in respect thereof has been made, be forfeited by (and shall be deemed to be forfeited at the time of the passing of) a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited share and not actually paid before forfeiture. The Board may accept a surrender of any share liable to be forfeited hereunder.

33. When any share has been forfeited notice of the forfeiture shall be served upon the person who was before forfeiture the holder of the share, or the person entitled to the share by transmission and to receive notice under the Articles, and an entry of the forfeiture or surrender accepted under the Articles, with the date thereof, shall forthwith be made in the Register, but no forfeiture shall be invalidated by any failure to give such notice and no forfeiture or surrender shall be invalidated by the failure to make such entry as aforesaid.

34. Until cancelled in accordance with the requirements of the Acts a share so forfeited or surrendered shall become the property of the Company (but the Company shall not exercise any voting rights vested in the share) and may be sold, re-allotted or otherwise disposed of either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto or to any other person upon such terms and in such manner as the Board think fit and at any time before a sale, re-allotment or disposition the forfeiture or surrender may be annulled by the Board on such terms as they think fit. The Board may, if necessary, authorise some person to transfer a forfeited or surrendered share to any such other person as aforesaid.

35. Any person whose shares have been forfeited or surrendered shall cease to be a Member in respect of those shares but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of the forfeiture or surrender, were presently payable by him to the Company in respect of the shares, together with interest at such rate, not exceeding 25 per cent per annum, as the Board may determine, from the time of forfeiture or surrender until the time of payment, and the Board may enforce payment without any allowance for the value of the shares at the time of forfeiture, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares, together with interest as aforesaid. The Board may, if they think fit, waive the payment of such interest or any part thereof.

36. A statutory declaration in writing that the declarant is a director or the Secretary of the Company and that a share has been duly forfeited or surrendered or sold to satisfy a lien of the Company on a date stated in the declaration shall be conclusive evidence of the facts stated therein against all persons claiming to be entitled to the share. Such declaration and the receipt of the Company for the consideration (if any) given for the share on the sale, re-allotment or disposal thereof together with the share certificate delivered to a purchaser or allottee thereof shall (subject to the execution of a transfer if the same be required) constitute a good title to the share and the person to whom the share is sold, re-allotted or disposed of or any renounee thereof shall be registered as the holder of the share and shall not be bound to see to the application of the consideration (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, surrender, sale, re-allotment or disposal of the share.

#### **Limitations on Shareholdings**

37. (A) The purpose of this Article is to prevent any person (other than a Permitted Person as defined below) directly or indirectly owning or controlling the right to cast on a poll 15 per cent or more of the votes at General Meetings of the Company.

(B) For the purpose of this Article:-

- (i) "ADR Depositary" means a custodian or depositary, approved by the Board, under arrangements whereby such custodian or depositary holds shares in the Company or Interim Rights and either itself or some other person issues American Depositary Receipts evidencing American Depositary Shares which represent shares in the Company (or evidence of rights to receive such shares) or Interim American Depositary Receipts evidencing Interim American Depositary Shares which represent Interim Rights (or evidence of rights to receive Interim Rights);
- (ii) "Custodian Bank" means a person which for the time being is, or whose nominee is, the registered holder of shares in the Company to which Interim Rights relate;
- (iii) "the Instalment Agreement" means any instalment agreement (or agreements) in terms approved by the Board as from time to time in force designed to confer and impose on holders of Interim Rights and obligations substantially similar to those conferred and imposed on Members;
- (iv) "interest" means an interest (of any size) in the Relevant Share Capital which would be taken into account in deciding whether a notification to the Company would be required under Part VI of the 1985 Act but shall for all purposes include the interests (together "the Included Interests") referred to in Section 209(1)(a), (b) or (e) of the 1985 Act except those of a bare or custodian trustee under the laws of England and Wales and of a simple trustee under the laws of Scotland and "interested" shall be construed accordingly;
- (v) "Interim Rights" means the rights and obligations in relation to shares in the Company conferred and imposed on a person who has agreed to purchase Relevant Shares pursuant to the terms of an Instalment Agreement;